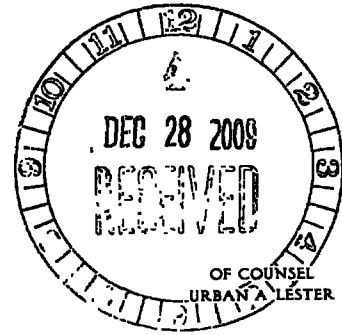


ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D C  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com



December 23, 2009

RECORDATION NO. 28103 FILED

DEC 23 '09 -10 30 AM

**SURFACE TRANSPORTATION BOARD**

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Master Service Contract C-7339, Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor. American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

Lessee: Omya, Incorporated  
39 Main Street  
Proctor, VT 05765

Section Chief  
December 23, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

60 railcars within the series SHPX 201812 - SHPX 201983 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

## **MEMORANDUM OF LEASE**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee")

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract C-7339, rider 1 dated as of 6/10/2008 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX.

RECORDATION NO. 28013 FILED

DEC 23 '09 -10 30 AM

SOUTHERN TRANSPORTATION BOARD

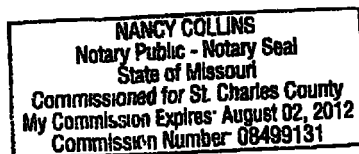
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*  
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 16<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



*Nancy Collins*  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

### Omya, Inc.

Contract C-7339 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
60			
	Tank	SHPX	201812
	Tank	SHPX	201813
	Tank	SHPX	201814
	Tank	SHPX	201815
	Tank	SHPX	201816
	Tank	SHPX	201817
	Tank	SHPX	201818
	Tank	SHPX	201819
	Tank	SHPX	201820
	Tank	SHPX	201821
	Tank	SHPX	201822
	Tank	SHPX	201823
	Tank	SHPX	201824
	Tank	SHPX	201825
	Tank	SHPX	201826
	Tank	SHPX	201827
	Tank	SHPX	201828
	Tank	SHPX	201829
	Tank	SHPX	201830
	Tank	SHPX	201831
	Tank	SHPX	201832
	Tank	SHPX	201833
	Tank	SHPX	201834
	Tank	SHPX	201835
	Tank	SHPX	201836
	Tank	SHPX	201837
	Tank	SHPX	201838
	Tank	SHPX	201839
	Tank	SHPX	201840
	Tank	SHPX	201841
	Tank	SHPX	201842
	Tank	SHPX	201843
	Tank	SHPX	201844

# Schedule A

## Equipment

Omya, Inc.

Contract C-7339 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
60			
	Tank	SHPX	201845
	Tank	SHPX	201846
	Tank	SHPX	201847
	Tank	SHPX	201848
	Tank	SHPX	201849
	Tank	SHPX	201850
	Tank	SHPX	201851
	Tank	SHPX	201852
	Tank	SHPX	201853
	Tank	SHPX	201854
	Tank	SHPX	201855
	Tank	SHPX	201857
	Tank	SHPX	201858
	Tank	SHPX	201859
	Tank	SHPX	201860
	Tank	SHPX	201861
	Tank	SHPX	201862
	Tank	SHPX	201863
	Tank	SHPX	201865
	Tank	SHPX	201869
	Tank	SHPX	201870
	Tank	SHPX	201962
	Tank	SHPX	201964
	Tank	SHPX	201966
	Tank	SHPX	201967
	Tank	SHPX	201981
	Tank	SHPX	201983

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/23/09



\_\_\_\_\_  
Robert W Alvord